UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL 3235-0076 OMB Number: Expires: May 31, 2005 Estimated average burden hours per response



| Name of Offering (check if this is an amendment and name has changed, and indicate changed | ange.) |
|---|---|
| Louisville 1031, L.L.C. | |
| Filing Under (Check box(es) that apply): | Rule Of RECEIVET Section (6) ULOE |
| Type of Filing: New Filing Amendment | |
| A. BASIC IDENTIFICATION D | AZA 111N 2 0 2006 |
| Enter the information requested about the issuer | |
| Name of Issuer (check if this is an amendment and name has changed, and indicate changed Louisville 1031, L.L.C. | 213/49/ |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| 2901 Butterfield Road, Oak Brook, Illinois 60523 | (630) 218-4916 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| (if different from Executive Offices) | |
| | PROCESSED |
| Brief Description of Business | |
| The acquisition, management and sale of undivided tenant in common interest | s in real property. JUM 2 7 2003 |
| Type of Business Organization | M other (please specific): THOMSUN |
| ☐ corporation ☐ limited partnership, already formed | other (please speeliy). |
| ☐ business trust ☐ limited partnership, to be formed | limited liability company |
| Month Year | r |
| Actual or Estimated Date of Incorporation or Organization: 0 9 0 | 5 Actual Estimated |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrevia | ation for State: |
| CN for Canada: FN for other foreign jurisdic | |
| GENERAL INSTRUCTIONS | |
| | |
| Federal: | I D |
| Who Must File: All issuers making an offering of securities in reliance on an exemption und 15 U.S.C. 77d(6) | ier Regulation D or Section 4(6), 17 CFR 230.501 et seq. or |

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 16

| | | A. BASIC IDENTI | FICATION DATA | | |
|---|-------------------------|-------------------------------|--------------------------------|----------------------|--------------------------------------|
| 2. Enter the information requ | ested for the followi | ng: | | | |
| • Each promoter of the is | suer, if the issuer has | s been organized within the | e past five years; | | |
| Each beneficial owner issuer; | having the power to | vote or dispose, or direct th | ne vote or disposition of, 10% | or more of a class | s of equity securities of the |
| Each executive officer | and director of corpo | orate issuers and of corpora | te general and managing part | tners of partnership | p issuers; and |
| Each general and mana | ging partner of partn | nership issuers. | | | |
| Check Box(es) that Apply: | ⊠ Promoter | Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last name first, if | individual) | | | | |
| Inland Real Estate E | xchange Corpora | ation | | | |
| Business or Residence Addres | | | ** <u>AP 90 F 111</u> | | |
| 2901 Butterfield Roa | ad, Oak Brook, I | llinois 60523 | | | |
| Check Box(es) that Apply: | □ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if | individual) | | | | |
| Louisville Exchange | , L.L.C. | | | | |
| Business or Residence Address | | et, City, State, Zip Code) | | - | |
| 2901 Butterfield Roa | • | | | | |
| | Promoter | ☐ Beneficial Owner | Executive Officer | [] D: | General and/a- |
| Check Box(es) that Apply: | | Beneticial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if | • | | | | |
| Inland Continental P | | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | | | |
| 2901 Butterfield Roa | ad, Oak Brook, I | llinois 60523 | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | ☐ General and/or Managing Partner |
| Full Name (Last name first, if | individual) | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last name first, if | individual) | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | | | |
| Check Box(es) that Apply: | ☐ Promoter | Beneficial Owner | ☐ Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if | individual) | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | | | |
| Check Box(es) that Apply: | Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if | individual) | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | | | |
| | | | | | |

| | | | | В. | INFORMA | ATION ABO | OUT OFFE | RING | | | | |
|---|--|--|--|--|---|------------------------------------|--|---|---|---|------------------------------|------------------------------|
| 1. Has | the issuer s | old, or doe | | | | | d investors | | _ | | Yes | No |
| 2. Wha | at is the mir | nimum inve | estment tha | t will be ac | ccepted fro | m any indi | vidual? | | | ••••• | \$ | \$548,285 |
| 3. Doe | s the offerin | ng permit j | oint owners | ship of a si | ngle unit?. | •••••• | | ••••• | | ••••••••••••••••••••••••••••••••••••••• | Yes | No |
| com offe and | er the inform mission or ring. If a po for with a stociated perso | similar ren erson to be ate or state | nuneration listed is ares, list the n | for solicita associated ame of the | tion of pur d person or broker or | chasers in agent of a dealer. If n | connection broker or on nore than fi | with sales lealer regis ve (5) pers | of securition tered with ons to be li | es in the the SEC sted are | | |
| | ıme (Last na L Financia | | | 1) | | | | | | | | |
| | ss or Reside 85 Towne | | | | - | te, Zip Coo | de) | | | | | |
| Name o | of Associate | ed Broker o | or Dealer | | | | | | | | | |
| | n Which Pe | | | | | | | | | | 🗆 A | Il States |
| (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] | | | | | | | | | | | [HI] [MS] [OR] [WY] | [D] [MO] [PA] [PR] |
| Full Name (Last name first, if individual) Kuhn, Nathan | | | | | | | | | | | | |
| | ss or Reside | | - | | - | te, Zip Co | de) | | | _ | | |
| | of Associate | ed Broker o | or Dealer | | | | | | | | | |
| | n Which Pe eck "All St | | | | | | | | | | 🗆 A | ll States |
| [AL] [L] [MT] [RI] | [AK] [IN] [NE] [SC] | [AZ] [IA] [NV] [SD] | [AR] [KS] [NH] [TN] | [CA] [KY] [NJ] [TX] | [CO] [LA] [NM] [UT] | [CT] [ME] [NY] [VT] | [DE] [MD] [NC] [VA] | [DC] [MA] [ND] [WA] | [FL] [MI] [OH] [WV] | [GA] [MN] [OK] [WI] | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] |
| | ıme (Last na endlandt, N | - | | l) | | | | | | | | |
| | ss or Reside | | | | | te, Zip Co | de) | | | | | |
| | of Associate | | | - | | | | | | | | |
| | n Which Pe eck "All St | | | | | | | | | | 🛮 A | Il States |
| [AL] [IL] [MT] [RI] | [AK] [IN] [NE] [SC] | [AZ] [IA] [NV] [SD] | [AR] [KS] [NH] [TN] | [CA] [KY] [NJ] [TX] | [CO] [LA] [NM] [UT] | [CT] [ME] [NY] [VT] | [DE] [MD] [NC] [VA] | [DC] [MA] [ND] [WA] | [FL] [MI] [OH] [WV] | [GA] [MN] [OK] [WI] | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] |

| | | | | B. | INFORMA | ATION ABO | OUT OFFE | RING | | | | |
|---|--|--|--|--|---|--|---|---|---|---------------------|---------------|---|
| 1. Has | | Yes | No | | | | | | | | | |
| 2. Wha | t is the mir | nimum inve | estment tha | t will be ac | cepted from | m any indi | vidual? | | | | \$ | \$548,285 |
| 3. Does | s the offerin | ng permit j | oint owner: | ship of a si | ngle unit?. | ••••• | | •••••• | | | Yes ⊠ | No |
| comi offer and/o | mission or ing. If a poor or with a st | similar ren erson to be ate or state | nested for enuneration listed is ares, list the name a broker of | for solicita associated ame of the | tion of pur d person or broker or | chasers in agent of a dealer. If n | connection broker or o nore than fi | with sales lealer regis ve (5) pers | of securition tered with ons to be li | the SEC sted are | | |
| | me (Last na | | f individua | l) | | | | | | | | |
| | | | ss (Numbe Brentwoo | | | | de) | | | | | |
| Name o | f Associate Genesis G | d Broker o | | | | • | 11-2 | | | | | .,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| States in | n Which Pe | rson Liste | d Has Solic | | | | | | | <u></u> | | |
| (Check "All States" or check individual States) | | | | | | | | | | | | Il States |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] | | | | | | | | | | | | [ID] |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] | | | | | | | | | | | | [MO] |
| [RI] | [SC] | [NV] [SD] | [NH] | [TX] | [UT] | [VT] | [NC] [VA] | [WA] | [OH] [WV] | [OK] [WI] | [OR] [WY] | [PA] [PR] |
| | me (Last n | ame first, i | f individua | 1) | ,, <u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u> | | | | | | | |
| Busines | s or Reside | | ss (Numbe Oak Bro | | • | te, Zip Co | de) | - · · · · · · | | • | | *** |
| Name o | of Associate | ed Broker o | | | | | | | | | - | |
| States in | n Which Pe | erson Liste | d Has Solic | | | | | | | | П А | Il States |
| | | | | | | | | | | [GA] | | |
| | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| | me (Last n ris, Peter | ame first, i | f individua | 1) | .,,,,, | | | | | | | |
| | | | ss (Numbe Suite 210 | | - | - | de) | | | | | |
| Name o | of Associate G Financial | ed Broker o | | | | , <u>-</u> | | | | | | |
| | | | d Has Solic | | | | | | | | 🗆 A | All States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|
| 2. What is the minimum investment that will be accepted from any individual? | | | | | | | | | | |
| 3. Does the offering permit joint ownership of a single unit? | | | | | | | | | | |
| 3. Does the offering permit joint ownership of a single unit? | | | | | | | | | | |
| commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated persons on agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Kirby, Ronald Business or Residence Address (Number and Street, City, State, Zip Code) 6901 N. Knoxville, Suite 200, Peoria, IL 61614 Name of Associated Broker or Dealer Investment Planners, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 6901 N. Knoxville, Suite 200, Peoria, IL 61614 | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 6901 N. Knoxville, Suite 200, Peoria, IL 61614 Name of Associated Broker or Dealer Investment Planners, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| Name of Associated Broker or Dealer Investment Planners, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| In In In In In In In In | | | | | | | | | | |
| Full Name (Last name first, if individual) Garrison, Jim Business or Residence Address (Number and Street, City, State, Zip Code) 5115 Maryland Way, Suite 208, Brentwood, TN 37027 Name of Associated Broker or Dealer H. Beck, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 5115 Maryland Way, Suite 208, Brentwood, TN 37027 Name of Associated Broker or Dealer H. Beck, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| Name of Associated Broker or Dealer H. Beck, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Allen, David Business or Residence Address (Number and Street, City, State, Zip Code) 2003 Lake Howell Lane, Maitland, FL 32751 Name of Associated Broker or Dealer | | | | | | | | | | |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Allen, David Business or Residence Address (Number and Street, City, State, Zip Code) 2003 Lake Howell Lane, Maitland, FL 32751 Name of Associated Broker or Dealer | | | | | | | | | | |
| [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Allen, David Business or Residence Address (Number and Street, City, State, Zip Code) 2003 Lake Howell Lane, Maitland, FL 32751 Name of Associated Broker or Dealer | | | | | | | | | | |
| Full Name (Last name first, if individual) Allen, David Business or Residence Address (Number and Street, City, State, Zip Code) 2003 Lake Howell Lane, Maitland, FL 32751 Name of Associated Broker or Dealer | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 2003 Lake Howell Lane, Maitland, FL 32751 Name of Associated Broker or Dealer | | | | | | | | | | |
| Name of Associated Broker or Dealer | | | | | | | | | | |
| ProEquities, Inc. | | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] | | | | | | | | | | |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] | | | | | | | | | | |
| [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] | | | | | | | | | | |

| Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? | | | | | В. | INFORMA | ATION ABO | OUT OFFE | RING | | | | |
|--|---------------------------|---|--|--|--|---|--|---|---|--|---|--------------|------------------------------|
| 3. Does the offering permit joint ownership of a single unit? | 1. Has th | he issuer s | old, or doe | | | | | | | - | | | No |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Creekmur, William Business or Residence Address (Number and Street, City, State, Zip Code) 8434 E. Shea Blvd., Scottsdale, AZ 85260 Name of Associated Broker or Dealer AIG Financial Advisors States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | 2. What | is the min | imum inve | stment that | t will be ac | ccepted from | m any indi | vidual? | ••••• | ••••• | *************************************** | \$ | \$548,285 |
| commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Creekmur, William Business or Residence Address (Number and Street, City, State, Zip Code) 8434 E. Shea Blvd., Scottsdale, AZ 85260 Name of Associated Broker or Dealer AIG Financial Advisors States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | 3. Does | the offerin | ng permit jo | oint owners | ship of a si | ngle unit?. | | | | | | | No |
| Business or Residence Address (Number and Street, City, State, Zip Code) 8434 E. Shea Blvd., Scottsdale, AZ 85260 | comm offerii and/oi | nission or s ng. If a pe r with a sta | similar remerson to be ate or state | nuneration in listed is an s, list the n | for solicita associated ame of the | tion of pured person or broker or | chasers in a agent of a dealer. If m | connection broker or c nore than fi | with sales lealer regis ve (5) pers | of securitie tered with ons to be li | s in the the SEC sted are | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 8434 E. Shea Blvd., Scottsdale, AZ 85260 Name of Associated Broker or Dealer AlG Financial Advisors States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | - | | f individual |) | ***** | | | | | | | |
| Name of Associated Broker or Dealer AIG Financial Advisors States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | - | | ss (Number | r and Stree | t, City, Sta | te, Zip Coo | de) | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | AZ 85260 |) | | | | | | | |
| All States All | | | 1 | r Dealer | | | | | | | | | |
| [IIL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [M [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [P. [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [P. Full Name (Last name first, if individual) Horner, Jared Business or Residence Address (Number and Street, City, State, Zip Code) 4525 South Wasatch Blvd., Suite 250, Salt Lake City, UT 84124 Name of Associated Broker or Dealer Commonwealth Financial Network States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [II [III] [IN] | | | | | | | | | | | | 🔲 A | Il States |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4525 South Wasatch Blvd., Suite 250, Salt Lake City, UT 84124 Name of Associated Broker or Dealer Commonwealth Financial Network States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | [IL] [MT] | [IN] [NE] | [IA] [NV] | [KS] [NH] | [KY] [NJ] | [LA] [NM] | [ME] [NY] | [MD] [NC] | [MA] [ND] | [MI] [OH] | [MN] [OK] | [MS] [OR] | [ID] [MO] [PA] [PR] |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4525 South Wasatch Blvd., Suite 250, Salt Lake City, UT 84124 Name of Associated Broker or Dealer Commonwealth Financial Network States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | findividual |) | | | | | | | | |
| Name of Associated Broker or Dealer Commonwealth Financial Network States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | Business | or Reside | nce Addre | - | | | | • | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | Name of | Associate | d Broker o | or Dealer | | | • , | | | | | | |
| (Check "All States" or check individual States). □ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [III] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MI] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PI] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PI] Full Name (Last name first, if individual) | | | | | . 1 T . | 1 . 6 1 | · · · · · · · · · · · · · · · · · · · | | | | | | _ |
| [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [M [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [P [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [P Full Name (Last name first, if individual) | | | | | | | | | •••••• | •••••• | | 🗀 A | Il States |
| [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [P. [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [P. Full Name (Last name first, if individual) | | | | | | | | | | | | | |
| [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [P Full Name (Last name first, if individual) | | | | | | | - | | | | | | [MO] [PA] |
| | | | | | | | | | | | | | [PR] |
| Bitner, Justin | | | | f individua | !) | | | | _ | | | | · · |
| Business or Residence Address (Number and Street, City, State, Zip Code) 4525 South Wasatch Blvd., Suite 250, Salt Lake City, UT 84124 | Business | or Reside | nce Addre | | | - | | | | | | | |
| Name of Associated Broker or Dealer Commonwealth Financial Network | Name of | Associate | d Broker o | or Dealer | <u> </u> | | ··· | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers | States in | Which Pe | rson Liste | d Has Solic | | | | | | | | 🗀 A | Il States |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [III] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MT] [NE] [NV] [NV] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [P | [AL] [IL] [MT] | [AK] [IN] [NE] | [AZ] [IA] [NV] | [AR] [KS] [NH] | [CA] [KY] [NJ] | [CO] [LA] [NM] | [CT] [ME] [NY] | [DE] [MD] [NC] | [DC] [MA] [ND] | [FL] [MI] [OH] | [GA] [MN] [OK] | [MS] [OR] | [ID] [MO] [PA] [PR] |

| Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | Yes | |
|---|-----------|------------------------------|
| Answer also in Appendix, Column 2, if filing under ULOE. | | No ⊠ |
| 2. What is the minimum investment that will be accepted from any individual? | <u>\$</u> | \$548,285 |
| 3. Does the offering permit joint ownership of a single unit? | Yes ⊠ | No |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, a commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | ny | |
| Full Name (Last name first, if individual) Sheehan, Scott | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 230 Broadway East 203, Lynnfield, MA 01940 | | |
| Name of Associated Broker or Dealer Investors Capital Corporation | | _ |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | All States |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] | | [ID] [MO] [PA] [PR] |
| Full Name (Last name first, if individual) Parks, William | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, IL 60523 | | |
| Name of Associated Broker or Dealer Inland Securities Corp. | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | 🗆 £ | All States |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [LA] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] | | [ID] [MO] [PA] [PR] |
| Full Name (Last name first, if individual) Kiddoo, Ronald | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 2501 Galen Drive, Champaign, IL 61821 | | |
| Name of Associated Broker or Dealer FSC Securities Corp. | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | All States |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [M] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] | _ | [ID] [MO] [PA] [PR] |

| | B. INFORMATION ABOUT OFFERING Vog. No. | | | | | | | | | | | | |
|---|--|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|---|---|---------------------------------------|------------------------------|------------------------------|--|
| 1. Has | Yes No 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | | | |
| 2. Wha | at is the min | imum inve | estment tha | t will be ac | cepted from | n any indi | vidual? | ••••••• | *************************************** | | <u>\$</u> | \$548,285 | |
| 3. Doe | s the offerin | ng permit j | oint owners | ship of a si | ngle unit?. | | ••••• | | | | Yes . ⊠ | No | |
| com offer and/ | 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) | | | | | | | | | | | | |
| | me (Last na aldheim, B | | f individual | i) | | | | | | | | | |
| | ss or Reside 32 Biship l | | • | | | te, Zip Coo | le) | | | | | | |
| Name o | of Associate | d Broker o | r Dealer | | | | | | | | | | |
| States is | n Which Pe | rson Liste | d Has Solic | ited or Inte | | | | | | | 🗌 A | Il States | |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] | | | | | | | | | | | | | |
| Full Name (Last name first, if individual) Conway, Pat | | | | | | | | | | | | | |
| Busines | ss or Reside | | | | • | te, Zip Coo | ie) | | | | | | |
| Name o | of Associate estacorp, Ir | ed Broker o | | JK, 11 000 | | | | 1, 2, 46, 16, 16, 16, 16, 16, 16, 16, 16, 16, 1 | | · · · · · · · · · · · · · · · · · · · | | | |
| | n Which Pe | | | | | | | | , | | 🗆 A | ll States | |
| [AL] [L] [MT] | [AK] [IN] [NE] | [AZ] [IA] [NV] | [AR] [KS] [NH] | [CA] [KY] [NJ] | [CO] [LA] [NM] | [CT] [ME] [NY] | [DE] [MD] [NC] | [DC] [MA] [ND] | [FL] [MI] [OH] | [GA] [MN] [OK] | [HI] [MS] [OR] | [ID] [MO] [PA] | |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] | |
| | Full Name (Last name first, if individual) Molinari-Sadelack | | | | | | | | | | | | |
| | Business or Residence Address (Number and Street, City, State, Zip Code) 4700 University Ave NE, Fridley, MN 55432 | | | | | | | | | | | | |
| Name of Associated Broker or Dealer Questar Capital Corp. | | | | | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | | | | |
| [AL] [IL] [MT] [RI] | [AK] [IN] [NE] [SC] | [AZ] [IA] [NV] [SD] | [AR] [KS] [NH] [TN] | [CA] [KY] [NJ] [TX] | [CO] [LA] [NM] [UT] | [CT] [ME] [NY] [VT] | [DE] [MD] [NC] [VA] | [DC] [MA] [ND] [WA] | [FL] [MI] [OH] [WV] | [GA] [MN] [OK] [WI] | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] | |

| | | | | В. | INFORMA | ATION ABO | OUT OFFE | RING | | | | **** |
|--|--|--|--|--|--|--|--|---|--|----------------------------------|------------------------------|------------------------------|
| | | | | | | | | | | | Yes | No |
| 1. Has | the issuer s | old, or doe | | | | | | | • | ••••••• | . 🗆 | \boxtimes |
| | | | | | | | n 2, if filing | - | | | | |
| 2. Wha | t is the min | imum inve | estment tha | t will be ac | cepted from | m any indi | vidual? | | •••••• | | . <u>\$</u> | \$548,285 |
| 3. Does | s the offerin | ng permit j | oint owners | ship of a si | ngle unit?. | | | •••••• | | | Yes . ⊠ | No |
| comi offer and/o | mission or a ring. If a poor with a st | similar ren erson to be ate or state | nested for enuneration listed is an es, list the nate a broker o | for solicita associated ame of the | tion of pure d person or broker or | chasers in a gent of a dealer. If n | connection broker or concerned that | with sales lealer regis ve (5) pers | of securitie tered with ons to be li | es in the the SEC sted are | | |
| | me (Last na o, Dennis | ame first, i | f individua | !) | | | | | | | | |
| | | | ss (Number | | | | ie) | | · · · · | | | |
| Name o | f Associate Securities | d Broker o | | | | | | | | | | |
| States in | n Which Pe | rson Liste | d Has Solic eck individ | | | | | | | | 🗆 A | Il States |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [IMT] [NE] [NV] [NV] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [MT] | | | | | | | | | | | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] |
| Full Na | me (Last na | | f individua | | | | | | | | | |
| Busines | s or Reside | nce Addre | ess (Numbe uite 3, Ma | | | - | de) | | | | | |
| Name o | f Associate Financial | d Broker o | | intowoc, | W154220 | <u>, </u> | 78.72 | | | • | | |
| States in | n Which Pe | rson Liste | d Has Solic | ited or Inte | ends to Sol | icit Purcha | sers | | | | | U C+-+ |
| (Cne | [AK] | [AZ] | eck individ [AR] | uai States) [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | 🗀 A [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| | me (Last na inhaus, Al | | f individua | | | | | | | | | |
| | | | ss (Numbe n Diego, C | | - | te, Zip Coo | de) | | | | | |
| | of Associate estacorp, Ir | | or Dealer | | | | | | | | | |
| States in | n Which Pe | rson Liste | d Has Solic eck individ | | | | | | | | ——— □ A | Il States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] ——— | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

| 1. Has | the issuer s | sold, or doe | s the issue | r intend to | sell, to non | -accredited | l investors | in this offe | ring? | | Yes | No |
|------------------------|--|--|---|--|---|--|---|---|--|---------------------|--------------|---|
| | | | Α | nswer also | in Append | lix, Colum | n 2, if filing | g under UL | OE. | | | |
| 2. Wha | it is the mir | nimum inve | estment tha | t will be ac | cepted from | m any indi | vidual? | •••••• | ••••••• | ••••••• | . <u>\$</u> | \$548,285 |
| 3. Does | s the offerin | ng permit jo | oint owner: | ship of a si | ngle unit?. | | | | | | Yes . ⊠ | No □ |
| comi offer and/o | mission or ring. If a p or with a st | similar remerson to be ate or state | nuneration listed is ar s, list the n | for solicita associated ame of the | tion of pured person or broker or o | chasers in a agent of a dealer. If m | be paid or connection broker or concretthan fin aformation | with sales lealer regis ve (5) pers | of securitie tered with ons to be li | the SEC sted are | | |
| | me (Last na vaglio, Fra | · · | f individua | l) | | | | - | | | | |
| Busines | ss or Reside | ence Addre | - | | • | te, Zip Coo | de) | | | | | |
| Name o | of Associate | ed Broker o | | , - <u>-</u> - - | | | | *** * * * * * * * * * * * * * * * * * * | | | | · • • • • • • • • • • • • • • • • • • • |
| | Equities, Ir n Which Pe | | 1 Has Solid | ited or Inte | ende to Sol | icit Purcha | sers | | | | | |
| | | | | | | | | | | | 🔲 A | ll States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | (FL) | [GA] | [HI] | [ID] |
| [IL] [MT] | [IN] [NE] | [IA] [NV] | [KS] [NH] | [KY] [NJ] | [LA] [NM] | [ME] [NY] | [MD] [NC] | [MA] [ND] | [MI] [OH] | [MN] [OK] | [MS] [OR] | [MO] [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| | me (Last n n, Stepher | | f individua | 1) | | | | | | | | |
| Busines | ss or Reside | ence Addre | | | - | - | de) | | 11 - 1 - 17 - 27 - 27 | | 14 <u>u.</u> | |
| | of Associate C Securities | | or Dealer | | | | | | | | | |
| | n Which Peeck "All St | | | | | | | | | | 🛮 A | II States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] [RI] | [NE] [SC] | [NV] [SD] | [NH] [TN] | [NJ] [TX] | [NM] [UT] | [NY] [VT] | [NC] [VA] | [ND] [WA] | [OH] [WV] | [OK] [WI] | [OR] [WY] | [PA] [PR] |
| Full Na | ıme (Last n | ame first, i | f individua | 1) | | | | | | | | |
| Busines | ss or Resid | ence Addre | ss (Numbe | r and Stree | et, City, Sta | ite, Zip Co | de) | | | | | |
| Name o | of Associate | ed Broker o | or Dealer | <u> </u> | | | | | | | | **** |
| | n Which Pe | | | | | | | | | | D A | .ll States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | — [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] [RI] | [NE] | [NV] [SD] | [NH] [TN] | [NJ] [TX] | [NM] [UT] | [NY] [VT] | [NC] [VA] | [ND] [WA] | [OH] [WV] | [OK] [WI] | [OR] [WY] | [PA] [PR] |
| [1/1] | [SC] | [50] | [11/] | [1/] | | [* 1] | | [** /**] | [" "] | | | [1 [7] |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Type of Security Offering Price Sold Debt -0-Equity Common ☐ Preferred Convertible Securities (including warrants).....\$ Partnership Interests.....\$ -0--0-18,641,700 18,090,248.29 \$ 18,090,248.29 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases 18,090,248.29 Accredited Investors Non-accredited Investors -0-Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Dollar Amount Type of Type of Offering Security Sold Rule 505 Regulation A..... ---Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... \boxtimes

Printing and Engraving Costs -0- \boxtimes 42,000 Legal Fees \boxtimes -0-Accounting Fees \boxtimes Engineering Fees \boxtimes -0- \boxtimes 1,129,800 Sales Commission (specify finders' fees separately)..... Other Expenses (identify) Co-Owner SMLLC Formation and Legal Costs/Marketing..... \boxtimes \$ 263,300 1,435,100 \boxtimes

| | C. OFFERING | PRICE, NUMBER OF INVESTORS, EXPENSES A | ND USE OF | PROCEEDS | |
|------|---|--|--------------|---|--------------------------|
| b. | and total expenses furnished in res | gregate offering price given in response to Part C conse to Part C – Question 4.a. This difference is | the "adjuste | ed | \$17,206,600 |
| 5. | each of the purposes shown. If the check the box to the left of the estimates | djusted proceeds to the issuer used or proposed to amount for any purpose is not known, furnish an mate. The total of the payments listed must equal h in response to Part C – Question 4.b above. | estimate and | d | |
| | | | | Payments to Officers, Directors & Affiliates | Payments To Others |
| | | | | | |
| | Purchase of real estate | | 🗆 | \$ | \$ 14,590,876 |
| | Purchase, rental or leasing and | installation of machinery and equipment | | \$ | <u> </u> |
| | Construction or leasing of plan | t buildings and facilities | 🗖 | \$ | □ <u>\$</u> |
| | offering that may be used in ex | change for the assets or securities involved in this | er | \$ | <u> </u> |
| | Repayment of indebtedness | | 🗆 | \$ | <u>\$</u> |
| | Working capital | | | \$200,000 | <u>\$</u> |
| | Other (specify): | | 🗆 | \$1,891,574 | \$524,150 |
| | | | | \$2,091,574 | \$15,115,026 |
| | Total Payments Listed (column | n totals added) | | ⊠ <u>\$</u> | 17,206,600 |
| | | D. FEDERAL SIGNATURE | | | |
| foll | owing signature constitutes an unde | to be signed by the undersigned duly authorized pertaking by the issuer to furnish to the U.S. Securit ished by the issuer to any non-accredited investor | ies and Exc | hange Commissi | on, upon written |
| Issı | ner (Print or Type) | Signature | | Date | |
| Lou | sisville 1031, L.L.C. | Patricia a. Colloss | 20 | 6/19/20 | 706 |
| Naı | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | , | |
| | ricia A. DelRosso | President, Inland Real Estate Exchange Control Exchange, L.L.C., as the sole member of I | | | er of Louisville |

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | E. STATE SIGNATU | RE | | | |
|---|---|-------------------------|-----------------------|-------------|------------|
| I. Is any party described in 17 CFR 230.2 of such rule? | | | | Yes | No |
| | See Appendix, Column 5, for s | tate response. | | | |
| 2. The undersigned issuer hereby underta Form D (17 CFR 239.500) at such time | | ator of any state in wh | nich this notice is f | iled, a not | ice on |
| 3. The undersigned issuer hereby undert issuer to offerees. | akes to furnish to the state adminis | trators, upon written | request, information | on furnish | ed by the |
| 4. The undersigned issuer represents that Limited Offering Exemption (ULOE) of this exemption has the burden of est | of the state in which this notice is fi | led and understands t | | | |
| The issuer has read this notification and undersigned duly authorized person. | knows the contents to be true and h | as duly caused this no | otice to be signed | on its beh | alf by the |
| Issuer (Print or Type) | Signature | | Date | | |
| Louisville 1031, L.L.C. | Patercia a. | Allosso | 6/19/2 | 006 | |
| Name (Print or Type) | Title (Print or Type) | | | | |

President, Inland Real Estate Exchange Corporation, as the sole member of Louisville

Exchange, L.L.C., as the sole member of Louisville 1031, L.L.C.

Instruction

Patricia A. DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | | , | 3 | | | 4 | | 4 | | |
|----------|---|--------------|--|--|----------------|--------------------------|-------------|-----|--|--|
| 1 | Intend to sell to non-accredited investors in State (Part B-Item 1) | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| | | | | Number of Accredited | | Number of Non-Accredited | | | | |
| State | Yes | No | | Investors | Amount | Investors | Amount | Yes | No | |
| AL | | | | | | | | | | |
| AK | | | | | | | | | | |
| AZ | | ⊠ | Undivided fractional interests in real estate | 1 | \$250,000 | -0- | -0- | | ⊠ | |
| | | | \$18,641,700 | | | | | | | |
| AR | | | | | | | | | | |
| CA | | ⊠ | Undivided fractional interests in real estate | 8 | \$6,150,645.87 | -0- | -0- | | ⊠ | |
| | | | \$18,641,700 | | | | | | | |
| СО | | | Undivided fractional interests in real estate | 4 | \$1,901,375 | -0- | -0- | | | |
| | | | \$18,641,700 | | | | | | | |
| СТ | | ⊠ | Undivided fractional interests in real estate | 1 | \$548,285 | -0- | -0- | | | |
| | | | \$18,641,700 | | | | | | | |
| DE | | | | | | | | | | |
| DC | | | | | | | | | | |
| FL | | ⊠ | Undivided fractional interests in real estate \$18,641,700 | 2 | \$1,590,000 | -0- | -0- | | | |
| GA | | | \$10,011,700 | | | | | | | |
| HI | | | | | | | | | | |
| | | | T | | #200.000 | | | | | |
| ID | | | Undivided fractional interests in real estate | 1 | \$300,000 | -0- | -0- | | | |
| <u> </u> | | | \$18,641,700 | | | | | | | |
| IL | | | Undivided fractional interests in real estate | 13 | \$4,008,837.36 | -0- | -0- | | | |
| IN | | | \$18,641,700 | | | | | | | |
| | | | | | | | | | | |
| IA | - | - | | | | | | - | | |
| KS | | | | <u></u> | 14 of 16 | | r = 1001 | | | |

APPENDIX

| <u> </u> | | | | | | | | | | |
|----------|---|----|--|--|-----------|--|---------|-----|--|--|
| 1 | Intend to sell to non-accredited investors in State (Part B-Item 1) | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | |
| KY | | | | 111111111111111111111111111111111111111 | | 11110000 | rinount | | | |
| LA | | | | | | - | | | | |
| ME | | | | | | | | | | |
| MD | | | | | 7.12 | | | | | |
| MA | | | | | | | | | | |
| MI | | | | | | | | | | |
| MN | | | | | | | | | | |
| MS | | | | | | | | | | |
| МО | | | | | | | | | | |
| MT | | ⊠ | Undivided fractional interests in real estate | 2 | \$200,000 | -0- | -0- | | Ø | |
| | | | \$18,641,700 | | | | | | | |
| NE | | | | | | | | | | |
| NV | | | | | | | | | | |
| NH | | | | | | | | | | |
| NJ | | | | | | | | | | |
| NM | | | | | | | | | | |
| NY | | | | | | | | | | |
| NC | | | | | | | | | | |
| ND | | | | | | | | | | |
| ОН | | | | | | | | | | |
| ОК | | × | Undivided fractional interests in real estate \$18,641,700 | 1 | \$640,000 | -0- | -0- | | × | |
| OR | | | \$10,011,100 | | | | 1 | | | |
| PA | | | | | | | | | | |
| RI | | | .,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | - | | | | | |
| SC | | | | | | | | | | |
| SD | | | | | | | | | | |

APPENDIX

| 1 | 2 | 2 | 3 | | 5 | | | | |
|-------|--|----|--|--|----------------|--|--------|--|--------------|
| | Intend to sell to non-accredited investors in State (Part B-Item 1) | | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| TN | | ⊠ | Undivided fractional interests in real estate | 2 | \$1,101,140.06 | -0- | -0- | | ⊠ |
| TV | | | \$18,641,700 | | | | | | |
| TX | | | | | | | | | |
| UT | | ⊠ | Undivided fractional interests in real estate | 1 | \$1,000,000 | -0- | -0- | | |
| | | | \$18,641,700 | | | | | | |
| VT | | | | | | | | | |
| VA | | | | | | | | | |
| WA | | | | | | | | | |
| WV | | | | | | | | | |
| WI | | × | Undivided fractional interests in real estate \$18,641,700 | 1 | \$400,000 | -0- | -0- | | |
| WY | | | \$10,041,700 | | | | | | |
| PR | | | | | | | | | |